

**BYLAWS OF THE  
NATIONAL ENVIRONMENTAL BALANCING BUREAU, INC.  
EFFECTIVE October 1, 2019**

**ARTICLE I: NAME AND PRINCIPAL OFFICE**

The name of this organization shall be the **NATIONAL ENVIRONMENTAL BALANCING BUREAU, INC.**, hereinafter referred to as "**NEBB**". Its principal office shall be located at 8575 Grovemont Circle, Gaithersburg, Maryland 20877-4121 or at any other location the Board of Directors deem appropriate. Be it known and recognized that NEBB is incorporated in the Commonwealth of Virginia.

**ARTICLE II: OBJECTIVES AND PURPOSES**

Section 1     The objectives of NEBB shall be:

- (a)     To develop standards, procedures and programs to ensure state of the art performance in new and existing buildings with respect to the following NEBB disciplines:
  - 1.     Testing-Adjusting-Balancing of Environmental Systems (TAB)
  - 2.     Sound Measurement (SM)
  - 3.     Vibration Measurement (VM)
  - 4.     Cleanroom Performance Testing (CPT)
  - 5.     Whole Building Systems Technical Commissioning (BSC)
  - 6.     Fume Hood Performance Testing (FHT)
  - 7.     Technical Retro-Commissioning of Existing Buildings (RCx-EB)
  - 8.     Building Enclosure Testing (BET)
  - 9.     Commissioning Process Professional (CxPP)
  - 10.    Any other discipline the Board of Directors deems appropriate.
- (b)     To set minimum qualifications standards and other requirements for the certification of technical individuals employed by firms which perform work in NEBB's disciplines.
- (c)     To establish an educational program of instruction, the purpose of which is to train technical individuals in the proper methods and procedures to be used in performing services in the various NEBB disciplines and to make available other educational material for the benefit of NEBB

Certified Firms, their employees, Certified Individuals and the industry in general.

- (d) To certify (i.e., accredit) firms (“NEBB Certified Firms”), professionals (“NEBB Certified Professionals”) and technicians (“NEBB Certified Technicians”) that meet the applicable requirements as established by NEBB, as defined in the NEBB Operational Procedures.
- (e) To serve as a focal point for educational and technical materials pertinent to performing services in the various disciplines involving environmental systems.
- (f) To develop additional disciplines for the benefit of NEBB Certified Firms, Certified Professionals and Certified Technicians and the public.

### **ARTICLE III: AFFILIATION**

Section 1 The organization shall have no members. Firms may affiliate with NEBB for the purpose of becoming certified in one (1) or more of the disciplines of NEBB and shall have at least one (1) Designated Certified Professional in each discipline for which a firm is certified.

Firm Certification shall include two (2) stages:

- (a) Upon application, and during a specified period as defined in the Operational Procedures, firms pursuing certification shall be termed “Applicant Firms”.
- (b) Firms meeting the requirements and criteria for NEBB certification shall be termed “Certified Firms”.
- (c) Certified Firms affiliated and in good standing with NEBB shall have the right to perform and certify works in accordance with the Operational Procedures and applicable discipline Procedural Standards for which they maintain certification; firms not NEBB Certified, that employ NEBB Certified individuals, shall not make this performance claim.

Section 2 Individuals may affiliate with NEBB for the purpose of becoming certified in any of the NEBB Disciplines.

Individual Certification shall include two (2) stages:

- (a) Upon application, and during a specified period as defined in the Operational Procedures, individuals pursuing certification shall be termed “Candidate”.
- (b) Individuals meeting the requirements and criteria for NEBB certification shall be termed “Certified Professionals” or “Certified Technician”.
- (c) Certified Individuals employed by a NEBB Firm and in good standing with NEBB shall have the right to perform and certify work in accordance with the Operational Procedures and applicable discipline Procedural Standards for which they maintain certification; individuals not NEBB Certified nor employed by a NEBB Certified Firm, shall not make this performance claim.

## ARTICLE IV: FINANCES

Section 1 The Board of Directors shall have the right to charge reasonable fees for services rendered by the organization in order to cover operating costs and to provide working capital as necessary to carry out the purposes of NEBB.

Section 2 No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its Officers or Directors or any other private person or persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II. The organization may engage in lobbying efforts, or attempts to influence legislation, provided the same are related to the organization's objectives. Notwithstanding the foregoing, the organization shall not engage in activities that support a particular candidate for public office.

## ARTICLE V: BOARD OF DIRECTORS

Section 1 A Board of Directors shall govern the business and affairs of NEBB. The Board of Directors shall be comprised of thirteen voting Directors. Directors shall be appointed in the following manner:

- (a) The NEBB Executive/Finance Committee (E/FC) shall nominate Directors for a two-year term. The Executive Finance Committee shall strive to nominate candidates from all of the NEBB disciplines and from the various types of Certified Firms that comprise the organization, to promote a diverse mix of Board members. All of the nominated Directors are subject to the approval and confirmation of the then current Board of Directors.
- (b) All individuals nominated, approved and confirmed to serve on the NEBB Board of Directors must be NEBB Certified Professionals, employed by firms certified by NEBB in one (1) or more of the disciplines for which NEBB issues certifications.
- (c) The Executive/Finance Committee shall not nominate, and the NEBB Board of Directors shall not approve or confirm, any person as a Director if, as a result, there would be more than one (1) Director from any one (1) firm or from multiple firms operating under a common ownership.
- (d) In the event that a Director ceases to be employed by a NEBB Certified Firm, the Director shall be allowed to serve no more than 13 months unless the Director again becomes an employee of a Certified Firm.
- (e) **Board Term Limits:** No Director shall serve for more than three (3) successive, full, two-year terms, but may be re-elected following the intervention of two (2) years. Partial-term service as an Interim Director shall not be counted against the term limits established for Directors.
- (f) In the event that a Director is selected as the President-Elect, Vice President or Treasurer during the last year of a third consecutive term, that Director shall be allowed to serve additional years to serve as President-Elect, Vice President or Treasurer, respectively.
- (g) The positions of President and Immediate Past President are filled by succession, as addressed in ARTICLE VI, Section 1, "Officers". If Director eligibility has otherwise expired, the President and

Immediate Past President will be allowed to remain Directors in order to serve these officer positions, respectively.

- (h) **Immediate Past President Resignation:** The Immediate Past President is not eligible to serve as a Director or Officer upon completion of his or her year as Immediate Past President but may be re-elected as a Director following the intervention of two (2) years.
- (i) In the event of the inability or failure of a Director to serve, the NEBB Executive/Finance Committee shall nominate an Interim Director to replace any such Director. Interim Director candidates are subject to the approval and confirmation of the then current Board of Directors.
- (j) A Director may be removed for cause from the NEBB Board of Directors by a two-thirds (2/3) majority vote of the Board.

Section 2 The Board of Directors shall have and exercise control over the business, property and affairs of NEBB and shall have full power and authority to act for or represent NEBB on all matters. Such authority shall include, but not be limited to, approval of the following:

- (a) All NEBB Budgets.
- (b) Any expense in excess of approved budgets.
- (c) Any amendment to current firm and individual certification requirements.
- (d) Any revisions or updates to NEBB Procedural Standards
- (e) Any additional program, any substantive change to existing programs, such as but not limited to the generation and publication of training materials for sale or distribution, and any changes to the Bylaws or Operational Procedures.

Section 3 Regular meetings of the Board of Directors shall be held at least twice annually, at a time and place to be designated by the President and set forth in a notice which shall be forwarded to each member of the Board of Directors at least seven (7) days prior to said meeting.

Section 4 Special meetings of the Board of Directors may be called by the President or by any four (4) Directors upon seven (7) days' notice, such meetings to be held at the time and place set by the President, and for the stated purpose specified by the persons calling for the meeting within twenty-one (21) days from receipt of the meeting request. Any such meeting may be conducted through the use of any means of communication by which the Directors may simultaneously hear each other during the meeting.

A Director may waive any notice required by the Virginia General Corporation Statute, the Articles of Incorporation or these Bylaws before or after the date and time stated in the notice. Except as set forth below, the waiver must be in writing, signed by the Director, and delivered to NEBB. Notwithstanding the foregoing, a Director's attendance at or participation in a meeting waives any required notice of the meeting unless the Director at the beginning of the meeting objects to holding the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 5 **MEETING QUORUM:** Nine Directors shall constitute a quorum at all meetings for the transaction of business.

Section 6 At all meetings of the Board of Directors, the vote of two-thirds (2/3) of the Directors present at the meeting at which a quorum is present shall be the act of the Board of Directors for transactional and non-transactional items. An abstaining vote is counted neither for nor against, but the Board member counts in establishing the number of votes required to pass a motion.

Section 7 Between meetings of the Board of Directors, any question may be submitted to the Board by the President or three (3) members of the Board for action by unanimous written consent. Consents, signed by each Director and stating the action taken or to be taken, must be returned no later than fifteen days after receipt and shall be filed in NEBB's corporate records. The result of any action by consent shall be deemed an act of the Board of Directors by a meeting vote.

Section 8 The Board of Directors shall serve without compensation but will be reimbursed for ordinary and reasonable expenses incurred in the performance of their duties as authorized and approved by the Board.

## **ARTICLE VI: OFFICERS**

Section 1 The officers of NEBB shall be President; President-Elect; Vice President; Treasurer; Immediate Past President, and Executive Vice President. The President-Elect, Vice President, and Treasurer shall be selected from Directors appointed to the NEBB Board.

The positions of President and Immediate Past President are not selected; rather, they are filled by succession. The President-Elect shall succeed to the position of President. The President shall succeed to the position of Immediate Past President.

All officers, with the exception of the Executive Vice President, must be members of the Board of Directors. In the event that a Director is selected, or succeeds to the position of President, President-Elect, Vice President, Treasurer, or Immediate Past President during the last year as a Director, that Director shall be allowed to serve additional years to serve as President, President-Elect, Vice President, Treasurer, or Immediate Past President, respectively.

- (a) The Executive/Finance Committee shall nominate candidates for the offices of President-Elect, Vice President, and Treasurer for election by the Board of Directors. The term of all offices shall be for one (1) year and shall start at the conclusion of the end of year Board of Directors meeting.
- (b) In the event that the President is unable to complete his/her term, the President-Elect will serve the un-expired term and will be eligible to fill his regular term. Similar to the President-Elect, the Vice President and Treasurer will become President-Elect and Vice President respectively and will fill the un-expired terms and will be eligible to fill their regular terms. At the next Board meeting, the Executive/Finance Committee will nominate for Board approval, a Treasurer to fill the un-expired term and will be eligible to fill a regular term as Treasurer.
- (c) In addition to the above-named officers, there shall be an Executive Vice President, a full-time employee of NEBB who serves as a non-voting, ex-officio Officer. He/she shall be responsible for the day-to-day operation of NEBB, reporting to the President.

Section 2 The President shall have the general supervision over all of the affairs of NEBB, shall be the presiding Officer at all meetings of the Board of Directors and E/FC, and shall make an annual report on the affairs of NEBB to the Board.

Section 3 In the absence of the President, the President-Elect shall perform the duties of President.

Section 4 The Executive Vice President shall be responsible for the following:

- (a) Having charge of the correspondence of NEBB and shall forward copies of correspondence and/or reports to the President, President-elect, Vice President and Treasurer.
- (b) Recording and Distribution of minutes for Executive/Finance Committee and Board of Director's meetings.
- (c) Sending out all bills, collecting all monies due to NEBB and immediately depositing the same.
- (d) Having overall responsibility of the daily management of the National office, including the hiring and firing of staff personnel. Additional employees will not be added to the staff without the express approval of the E/FC.
- (e) The Executive Vice President will disburse funds to satisfy budgeted expenditures necessary to the operations of NEBB.
- (f) The Executive Vice President shall also serve as Corporate Secretary for NEBB, authorized to file taxes, annual reports and otherwise address similar items required under state and federal law.
- (g) If the position of Executive Vice President is vacated for any reason the President shall assume duties and responsibilities until such time the position is filled.

Section 5 Directors shall at all times have access to the books and files of accounts kept by the Executive Vice President.

Section 6 The Treasurer shall submit an annual report to the Board of Directors.

Section 7 The Vice President shall also perform the duties of Assistant Treasurer and shall perform the duties of the Treasurer in absence of the Treasurer. The Vice President shall select the NEBB Annual Conference location two (2) years in advance, subject to the approval of the Executive/Finance Committee.

Section 8 The NEBB staff shall be appropriately bonded with the premiums to be paid by NEBB.

## **ARTICLE VII: STANDARDS COUNCIL**

Section 1 NEBB shall establish a NEBB Standards Council and create the NEBB Procedures for American National Standards. The scope is to develop and maintain consensus standards for testing, adjustment, and commissioning of building systems. Appointed by the NEBB Board of Directors, the NEBB Standards Council shall provide for the administration of the NEBB standards development process.

Section 2 The NEBB Standards Council, NEBB's consensus body, shall have the authority to initiate a project to develop, reaffirm, revise, or withdraw a standard, with the approval of the NEBB Board of Directors.

- Section 3 The NEBB Procedures for American National Standards shall govern the activities of NEBB related to the development, reaffirmation, revision, and withdrawal of American National Standards for testing, adjustment, and commissioning of building systems.
- Section 4 The NEBB Standards Council shall be the issuer of standards for NEBB. The NEBB Standards Council shall be responsible for applying these Procedures to the administration of standards committees of NEBB. The NEBB Standards Council shall perform those duties assigned by these Procedures and other duties as may be assigned to it by the NEBB Board of Directors.
- Section 5 The Standards Council will have a Chairman, a Vice Chairman, and additional members as mandated by the NEBB Procedures for American National Standards. The Standards Council Chairman and Vice Chairman shall be selected to serve a two (2) year term by the NEBB Board of Directors. Committee members shall be nominated by the Chairman of the Standards Council and shall be approved by the NEBB Board of Directors to serve a two (2) year term. All Standards Council position terms begin immediately at the conclusion of the end of year Board of Directors meeting. Members, including the Vice Chairman, shall not serve more than three (3) consecutive two (2) year terms but may be re-appointed following the intervention of two (2) years. There shall be no term limits on the length of time the Standards Council Chairman serves. Partial term service as an Interim member, Interim Chairman, or Interim Vice Chairman shall not be counted against the term limits established. A Standard Council Chair, Vice Chair, or member may be removed for cause from the Standards Council by a two-thirds (2/3) majority vote of the NEBB Board of Directors.
- Section 6 NEBB Standards Committees shall be established and appointed by the NEBB Board of Directors. A Chairman and Vice Chairman for each NEBB Standards Committee shall be appointed by the NEBB Board of Directors from nominees submitted by the Standards Council. Committee members shall be nominated by the Chair of the respective committee and shall be approved by the NEBB Board of Directors to serve until a successor is selected and ready to serve, or until the respective standards committee has completed its assigned project. NEBB Standards Council members, including the Chairman and Vice Chairman, are not eligible to serve on NEBB Standards Committees. A NEBB Standards Committee Chairman, Vice Chairman, or member may be removed for cause from the committee by a two-thirds (2/3) majority vote of the NEBB Board of Directors.
- Section 7 Funding for the Standards Council will be as approved by the NEBB Board of Directors and as indicated in annual budgets. Specific project tasking will be allocated and funded per the direction of the NEBB Board of Directors.
- Section 8 The NEBB Standards Council shall submit a bi-annual report to the NEBB Board of Directors.

## **ARTICLE VIII: STANDING COMMITTEES**

- Section 1 NEBB shall establish the following standing committees:
- (a) Committee Chairmen's Committee shall be responsible to the Board of Directors for the following:
1. The Committee Chairmen's Committee will be comprised of the members of the E/FC and

the chairmen of each committee. The President-Elect is the chairman of this committee.

2. The Committee should meet a minimum of four (4) times each year, preferably via teleconference.
3. Providing a forum for committee chairmen to meet and discuss plans that may have an impact on other committees.
4. Joint ventures between committees developed in these meetings shall be presented to the Board for approval.
5. Other duties as required by the Board of Directors.

(b) Chapter Affairs Committee shall be responsible to the Board of Directors for the following:

1. Investigating and making recommendations on all firm and individual applications that fail to receive a recommendation for firm certification or recertification by a chapter.
2. Recommending disciplinary or remedial action as required by the Board of Directors for firms in all NEBB disciplines.
3. Maintaining contact with local Chapters.
4. Updating and monitoring the NEBB Quality Assurance Program.
5. Other duties as required by the Board of Directors.
6. The chair of this committee shall be a NEBB Certified Professional employed by a NEBB Certified Firm.
7. The Executive Vice President will serve, ex-officio, as a non-voting member of the Chapter Affairs Committee.

(c) Testing & Balancing Committee shall be responsible to the Board of Directors for the following:

1. Preparing and updating instrument requirements for Testing Adjusting and Balancing firm certification.
2. Developing technical TAB seminars for presentation at the NEBB Annual Conference and for periodic sale to the public based on demand.
3. Promulgating appropriate technical literature and related testing material to provide for the continuing education in Testing Adjusting and Balancing.
4. Other duties as required by the Board of Directors.
5. The chair of this committee shall be a TAB Certified Professional employed by a NEBB Certified Firm.



- (d) Sound & Vibration Committee(s) shall be responsible to the Board of Directors for the following:
1. Preparing and updating instrument requirements for the Sound Measurement and Vibration Measurement firm certifications.
  2. Developing technical S&V seminars for presentation at the NEBB Annual Conference and for periodic sale to the public based on demand.
  3. Promulgating appropriate technical literature and related testing material to provide for the continuing education in Sound or Vibration Measurement Testing.
  4. Other duties as required by the Board of Directors.
  5. The chair of this committee shall be a S&V Certified Professional employed by a NEBB Certified Firm.
- (e) Cleanroom Performance Testing Committee shall be responsible to the Board of Directors for the following:
1. Preparing and updating instrument requirements for Cleanroom Performance Testing firm certification.
  2. Developing technical CPT seminars for presentation at the NEBB Annual Conference and for periodic sale to the public based on demand.
  3. Promulgating appropriate technical literature and related testing material to provide for the continuing education in Cleanroom Performance Testing.
  4. Other duties as required by the Board of Directors.
  5. The chair of this committee shall be a CPT Certified Professional employed by a NEBB Certified Firm.
- (f) Building Systems Commissioning Committee shall be responsible to the Board of Directors for the following:
1. Preparing and updating instrument requirements for Building Systems Commissioning and Retro-Commissioning firm certifications.
  2. Developing technical BSC and Retro Cx seminars for presentation at the NEBB Annual Conference and for periodic sale to the public based on demand.
  3. Promulgating appropriate technical literature and related testing material to provide for continuing education in Building Systems Commissioning and Retro Building Systems Commissioning.
  4. Other duties as required by the Board of Directors.
  5. The chair of this committee shall be a BSC Certified Professional employed by a NEBB Certified Firm.

- (g) Fume Hood Committee shall be responsible to the Board of Directors for the following:
1. Preparing and updating instrument requirements for Fume Hood Performance Testing firm certification.
  2. Developing technical FHT seminars for presentation at the NEBB Annual Conference and for periodic sale to the public based on demand.
  3. Promulgating appropriate technical literature and related testing material to provide for continuing education in Fume Hood Testing.
  4. Other duties as required by the Board of Directors.
  5. The chair of this committee shall be a FHT Certified Professional employed by a NEBB Certified Firm.
- (h) Marketing Committee shall be responsible to the Board of Directors for the following:
1. Developing and updating marketing materials and promotional programs.
  2. Preparing articles for NEBB publications.
  3. Developing a Speakers Bureau and related materials for promotional activities.
  4. Other duties as required by the Board of Directors.
  5. The chair of this committee shall be a Certified Professional employed by a NEBB Certified Firm.
- (i) Building Enclosure Testing Committee shall be responsible to the Board of Directors for the following:
1. Preparing and updating instrument requirements for Building Enclosure Testing firm certification.
  2. Developing technical BET seminars for presentation at the NEBB Annual Conference and for periodic sale to the public based on demand.
  3. Promulgating appropriate technical literature and related testing material to provide for continuing education in Building Enclosure Testing.
  4. Other duties as required by the Board of Directors.
  5. The chair of this committee shall be a BET Certified Professional employed by a NEBB Certified Firm.
- (j) Executive/Finance Committee shall be comprised of the President, President-Elect, Vice President, Treasurer, and Immediate Past President. The Executive Vice President shall serve, ex-officio, as a non-voting member of the Committee.

The Executive/Finance Committee shall be responsible to the Board of Directors for the following:

1. Developing budgets.
2. Reviewing investments of funds.
3. Reviewing and making recommendations for capital purchases.
4. Developing and updating overall goals and objectives for NEBB.
5. Proposing fees.
6. Monitoring and managing through the Executive Vice President, staff activities and functions.
7. Nominating Director and Officer candidates.
8. Securing and managing the resources necessary to meet NEBB's ongoing needs including training facilities and the like.
9. Additionally, the Executive/Finance Committee shall authorize the Executive Vice President to employ such persons necessary to manage the association, establish their duties, and fix their compensation. The Executive/Finance Committee shall have the right to hire and fire the Executive Vice President upon approval of the Board of Directors.
10. In conjunction with the standing committees, Councils, and, the Executive/Finance Committee will develop and recommend budgets.
11. The Executive/Finance Committee shall at all times have access to the books and files of accounts kept by the staff and outside sources.
12. The Executive/Finance Committee, working in conjunction with the staff, shall conduct budget reviews and release financial reports to the Board at least four (4) times annually.
13. Monthly financial statements will be shared with the Executive/Finance Committee monthly.
14. The Executive/Finance Committee shall supervise the preparation of the annual review conducted by an independent accounting firm.
15. Other duties as required by the Board of Directors.

(k) Title 24 Committee shall be responsible to the NEBB Board of Directors for the following:

1. Communicating and interacting with the State Department responsible for the Title 24 Program, e.g., California Energy Commission (CEC).
2. Maintaining NEBB's application and status as an Acceptance Test Technician Certification Provider (ATTCP).
3. Writing and submitting NEBB's annual report to the proper State Department.

4. Attending meetings held by the State in regard to any potential ATTCP change.
5. Developing and updating training to meet the changes to the code.
6. Maintaining contract and details between other agencies involved in NEBB's ATTCP application, e.g., ESCO, Brownson Technical School, or any other group engaged in order to maintain NEBB's application requirements.
7. Other duties as required by the Board of Directors.
8. The Chair of this Committee shall be a NEBB Certified Professional employed by a NEBB Certified Firm.

(I) Exam Development Committee shall be responsible to the NEBB Board of Directors for the following:

1. Development and maintenance of NEBB exams, with Subject Matter Expert support.
2. Development and maintenance of discipline BoKs, with Technical Committee support.
3. Oversight and management of the Subject Matter Experts
4. In conjunction with Technical Committees, conduct a job task analysis study for each discipline periodically, to ensure the assessment content is still relevant with the publication of each new procedural standard
5. Assist the Executive Vice President with exam complaints and test taker issues
6. Provide a quarterly report to the Board of Directors
7. Other duties as required by the Board of Directors
8. The chair of this committee shall be a NEBB Certified Professional employed by a NEBB Certified Firm.

Section 2 The Executive/Finance Committee shall appoint other committees, except those committees under the oversight of the NEBB Board of Directors.

Section 3 Committee Chairs, , shall be nominated by the Executive/Finance Committee to serve a one (1) year term, subject to approval by the Board of Directors. Committee Chair terms begin immediately at the conclusion of the end of year Board of Directors meeting. There shall be no term limits on the length of time the Committee Chair serves.

Section 4 Committee members shall be nominated by the Chair of the respective committee and shall be approved by the Board of Directors to serve for two (2) years. Terms will commence upon approval by the Board of Directors following the end of year Board of Directors meeting but no later than January 1st. Committee members shall not serve more than three (3) consecutive 2-year terms. In the event that a committee member is selected to serve on the Board of Directors, he/she shall be allowed to serve additional years on a committee if appointed. The Committee Chair shall implement a policy where possible to appoint at least one (1) new committee member per year. Committee staffing motions are due to the Board of Directors every year for approval/concurrence indicating membership and years of service for each member.

Section 5 Committee business shall be conducted by vote, with a simple majority of voting members required for approval. A quorum of the committee is achieved when two-thirds (2/3) of the voting members of the committee are present.

Section 6 A Committee Chair or committee member may be removed for cause from the committee by a two-thirds (2/3) majority vote of the NEBB Board of Directors.

## **ARTICLE IX: CHAPTERS**

Section 1 NEBB shall establish regional Chapters as needed to implement and promote the programs organized under the direction of NEBB. The duties of these Chapters shall as defined in the Operational Procedures.

Section 2 No Chapter shall establish any requirements that inhibit the certification of individuals including the charging of fees to certified individuals. Chapters may not establish additional certification fees or establish additional training requirements for individual Certified Professional and/or Certified Technicians. Chapter fees for Certified Firms may not be assessed based on disciplines; or based on the number of Certified Professionals and/or Certified Technicians employed by a Certified Firm; and all fees must be assessed equally to all Certified Firms within the Chapter. Attendance fees for Chapter seminars or optional events; or practical examination fees, are not considered additional individual certification fees under this limitation.

Section 3 NEBB shall have the right to withdraw the charter from any Chapter that it finds is not fulfilling its duties as listed above or whose continued affiliation is otherwise prejudicial to the best interests of NEBB. Chapters shall agree to this provision as condition of their acceptance of a Charter. NEBB maintains the right to assign or reassign all or part of the geographical area that a Chapter represents.

## **ARTICLE X: FIRM CERTIFICATION**

The Board of Directors shall establish requirements for firm certification and issue firm certification credentials to firms that meet these requirements. These requirements, including provisions for probation, suspension, administrative charges, and decertification, shall be published by the Board of Directors, which shall have authority to amend the same. The Board of Directors is authorized to require binding arbitration for the resolution of any claim arising from the probation, suspension or decertification of a firm. The powers and responsibilities of the Board of Directors with respect to firm certification, suspension, decertification, and termination shall be set forth in the NEBB Operational Procedures.

## **ARTICLE XI: INDEMNIFICATION**

NEBB shall indemnify any person who is or was an Officer, Director, agent or employee, or who is or was serving at the request of NEBB as an Officer, Director, agent or employee. Said indemnification shall be against all costs and expenses including, but not by way of limitation, attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him with respect to any threatened, pending or completed action, suit or proceeding against him/her by reason of the fact that he is or was an Officer, Director, agent or

employee of NEBB, to the extent and in the manner permitted by applicable law. To the extent permitted by law, NEBB shall purchase and maintain insurance on behalf of any such person against any such liability.

## **ARTICLE XII: AMENDMENTS**

These Bylaws and any Article or Section contained herein may be revoked, amended or modified by the Board of Directors at any Regular Meeting or at a Special Meeting called for that purpose, or by letter, email, or facsimile ballot, or similar technologies.

## **ARTICLE XIII: LIQUIDATION**

In the event of liquidation, dissolution or termination of the affairs of the organization, whether voluntary or involuntary or by operation of law, and after paying or making provisions for the payment of all of the liabilities of the organization, the property or other assets of the organization, and any proceeds thereof, insofar as permitted by law, shall be distributed at the Board's discretion to such non-profit corporations, associations, or other organizations having purposes similar to this organization, which shall have received notice of exemption and be exempt from federal income taxes under Section 501 (c)(3) or Section 501 (c)(6) of the Internal Revenue Code of 1954 or such corresponding section or sections as may from time to time be in force, as the Board of Directors of the organization shall determine.